POWER OF ATTORNEY OR AUTHORIZATION OF AGENT

Electronic Version v05

Stylesheet Version v05.0

Title of Invention

Audio Content Distribution System

First Named Applicant:

John F. Baxter Jr.

Attorney Docket Number:

1135.36

I hereby appoint the registered practitioner(s) at Customer Number:

21901



as attorney(s) or agent(s) to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

I am the Applicant/Inventor.

Full Name of Applicant of Record:

John F. Baxter Jr.

Signature: /s/ Date: 2003-09-15